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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

October 3, 2002

RECORDATION NO. 24161-B FILED

OCT 4 '02 11:50 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement (GCRTA-2002-ICX 1), dated as of September 30, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: GCRTA-2002-ICX 1 STATUTORY TRUST
c/o Wells Fargo Bank Northwest, National
Association, Trustee
213 Court Street
Suite 902
Middletown, Connecticut 06457

Lessee: Greater Cleveland Regional Transportation
Authority
1240 W.6th Street
Cleveland, Ohio 44113-1331

Mr. Vernon A. Williams
October 3, 2002
Page 2

A description of the railroad equipment covered by the enclosed document is:

63 railcars with Greater Cleveland Regional Transportation Authority rail marks and with road numbers within the series 191 – 338 and 801 – 848, as specifically set forth on the Exhibit A to the filed document.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement (GCRTA-2002-ICX 1).

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE AGREEMENT (GCRTA-2002-ICX 1)

Memorandum of Lease Agreement (GCRTA-2002-ICX 1), dated as of September 30, 2002 between **GCRTA-2002-ICX 1 STATUTORY TRUST**, a Connecticut statutory trust, as Lessor (the "*Lessor*"), and **GREATER CLEVELAND REGIONAL TRANSIT AUTHORITY**, a political subdivision of the State of Ohio, as Lessee (the "*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (GCRTA-2002-ICX 1), dated as of September 30, 2002, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease Agreement (GCRTA-2002-ICX 1).

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RECORDATION NO. 24161 FILED ^B

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Memorandum of Lease Agreement to be duly executed by their respective authorized officers on the day and year first above written.

LESSOR:

GCRTA-2002-ICX 1 STATUTORY TRUST

By: Wells Fargo Bank Northwest, National Association, not in its individual capacity except as expressly set forth herein, but solely as Trustee

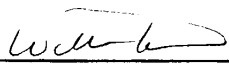
By: 
Name: ROBERT L. REYNOLDS
Title: VICE PRESIDENT

ACKNOWLEDGMENT

STATE OF Connecticut)
) ss.
COUNTY OF Middlesex)

On September 30, 2002, before me, William Kotkosky, personally came Robert L. Reynolds, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that ~~she~~ executed the same in ~~her~~^{his} authorized capacity and that by ~~her~~^{his} signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

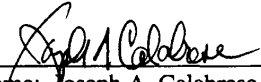


Notary Public

My commission expires on February 28, 2007

LESSEE:

GREATER CLEVELAND REGIONAL
TRANSIT AUTHORITY

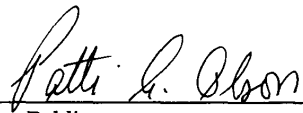
By: 
Name: Joseph A. Calabrese, CEO
Title: General Manager/Secretary-Treasurer

ACKNOWLEDGMENT

STATE OF New York)
) ss.
COUNTY OF New York)

On Sept. 30, 2002, before me, Patti Olson, personally came Joseph Calabrese, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.


Notary Public

My commission expires on _____, 20__

PATTI A. OLSON
Notary Public, State of New York
No. 4738281
Qualified in Dutchess County
Certificate Filed in New York County
Commission Expires August 31, 2005

EXHIBIT A

DESCRIPTION OF RAIL CARS; EQUIPMENT VALUES

ICX

Description of Item of Equipment	Serial Number	Equipment Value
HRV	191	\$2,481,000.00
HRV	192	\$2,481,000.00
HRV	193	\$2,481,000.00
HRV	194	\$2,481,000.00
HRV	195	\$2,481,000.00
HRV	196	\$2,481,000.00
HRV	197	\$2,481,000.00
HRV	198	\$2,481,000.00
HRV	199	\$2,481,000.00
HRV	200	\$2,481,000.00
HRV	303	\$2,481,000.00
HRV	304	\$2,481,000.00
HRV	305	\$2,481,000.00
HRV	306	\$2,481,000.00
HRV	307	\$2,481,000.00
HRV	308	\$2,481,000.00
HRV	309	\$2,481,000.00
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HRV	323	\$2,481,000.00
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HRV	327	\$2,481,000.00
HRV	328	\$2,481,000.00
HRV	329	\$2,481,000.00
HRV	330	\$2,481,000.00
HRV	331	\$2,481,000.00
HRV	332	\$2,481,000.00
HRV	333	\$2,481,000.00
HRV	334	\$2,481,000.00
HRV	335	\$2,481,000.00
HRV	336	\$2,481,000.00
HRV	337	\$2,481,000.00
HRV	338	\$2,481,000.00
LRV	848	\$2,330,000.00
LRV	801	\$2,330,000.00
LRV	817	\$2,330,000.00
LRV	818	\$2,330,000.00
LRV	819	\$2,330,000.00
LRV	820	\$2,330,000.00
LRV	824	\$2,330,000.00
LRV	830	\$2,330,000.00
LRV	832	\$2,330,000.00
LRV	833	\$2,330,000.00
LRV	835	\$2,330,000.00
LRV	837	\$2,330,000.00

LRV	838	\$2,330,000.00
LRV	844	\$2,330,000.00
LRV	845	\$2,330,000.00
LRV	846	\$2,330,000.00
LRV	847	\$2,330,000.00
		\$153,736,000.00